

CORDLIFE GROUP LIMITED
(Company Registration No.: 200102883E)
(Incorporated in the Republic of Singapore)

UPDATES ON REQUISITION NOTICES

The board of directors (the "**Board**") of Cordlife Group Limited (the "**Company**") and together with its subsidiaries, the "**Group**") refers to its previous announcements dated 21 March 2024 (the "**21 March 2024 Announcement**"), 24 March 2024 and 27 March 2024, in relation to, among others, the requisition notices received by the Company.

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as in the 21 March 2024 Announcement.

In relation to the letter received on 26 March 2024 (the "**Third Requisition Notice**") from Phillip Securities Pte Ltd ("**Phillip Securities**"), as nominee/custodian for Haitong International Securities Pte Ltd ("**Haitong**") for its underlying client, TransGlobal Real Estate Group, Ltd. ("**TransGlobal**"), the Company has verified the shareholding of Phillip Securities, as nominee/custodian for Haitong for its underlying client, TransGlobal, and has confirmed that the Third Requisition Notice has been deposited at the registered office of the Company.

A copy of the Third Requisition Notice is enclosed in the Annex to this announcement.

In relation to the resolutions contained in the Third Requisition Notice, the Company wishes to update shareholders of the Company ("**Shareholders**") on the following:

(a) Ordinary Resolution 1

Ordinary Resolution 1 proposes to reject all the proposed resolutions contained in the First Requisition Notice. As stated in the 21 March 2024 Announcement, the Company had confirmed the validity of the First Requisition Notice, and will be tabling the proposed resolutions contained in the First Requisition Notice at an EGM to be convened, or at the upcoming AGM.

In relation to the proposed resolutions contained in the First Requisition Notice, Ordinary Resolutions 1, 2, 3 and 4 in the First Requisition Notice relate to the removal of each of Dr Ho Choon Hou, Yeo Hwee Tiong, Cheong Tuck Yan Titus Jim and Joseph Wong Wai Leung as a Director of the Company. The Company wishes to highlight that if more than one of Ordinary Resolutions 1, 2, 3 and 4 in the First Requisition Notice are approved by Shareholders, Ordinary Resolution 1 of the Third Requisition Notice, if approved by Shareholders, will, in part (in relation to paragraphs (a)(a) to (a)(d)), in effect relate to the re-appointment of two or more directors in a single resolution.

Section 150(1) of the Companies Act 1967 of Singapore (the "**Companies Act**") provides that a motion for the appointment of two or more persons as directors by a single resolution must not be made unless a resolution that it may be so made has first been agreed to by the meeting without any vote being given against it. Section 150(2) of the Companies Act further provides that

a resolution passed pursuant to a motion made in contravention of Section 150 of the Companies Act is void, whether or not its being so moved was objected to at the time.

In view of the above, the Company wishes to highlight that if more than one of Ordinary Resolutions 1, 2, 3 and 4 in the First Requisition Notice are approved by Shareholders at the EGM to be convened or at the upcoming AGM, the Company will not be tabling Ordinary Resolution 1 of the Third Requisition Notice for Shareholders' approval at such EGM or AGM, as such resolution, even if approved by Shareholders, will be void pursuant to Section 150(2) of the Companies Act.

(b) Ordinary Resolution 3

The Company wishes to update that "Shally Chen (陳 汝 笠)" is not listed as a Director of the Company in the business profile of the Company as extracted from the Accounting and Corporate Regulatory Authority of Singapore on 27 March 2024. Accordingly, Ordinary Resolution 3 is not valid and will not be tabled to Shareholders for approval.

Mr Yiu Ming Yiu and Mr Chow Wai Leong, both of whom are Non-Independent Non-Executive Directors of the Company, are nominee directors of TransGlobal. In this regard, Mr Yiu Ming Yiu and Mr Chow Wai Leong have recused themselves from all deliberations and decisions of the Company relating to the Third Requisition Notice.

The Company will proceed to commence preparations to table the proposed resolutions in the Third Requisition Notice, other than Ordinary Resolution 3, at an EGM to be convened, or at the upcoming AGM (as the case may be), pursuant to the Third Requisition Notice and the Companies Act in due course, and will update Shareholders as and when there are further developments.

For and on behalf of the Board
CORDLIFE GROUP LIMITED

Low Mei Wan
Company Secretary
4 April 2024

ANNEX

Third Requisition Notice

Date: 25 March 2024

CORDLIFE GROUP LIMITED
1 Yishun Industrial Street 1 #06-01/09
A'Posh Bizhub
Singapore 768160

Attention: Board of Directors / Company Secretary

Dear Sirs,

CORDLIFE GROUP LIMITED (THE COMPANY"):

- (1) SECOND REQUISITION NOTICE TO CONVENE AN EXTRAORDINARY GENERAL MEETING PURSUANT TO SECTION 176 OF THE COMPANIES ACT 1967 OF SINGAPORE ("ACT")
 - (2) NOTICE OF MEMBERS' RESOLUTIONS PURSUANT TO SECTION 183 OF THE ACT
 - (3) SPECIAL NOTICE PURSUANT TO SECTION 152(2) READ WITH SECTION 185 OF THE ACT
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1. We, the undersigned, are holding, as the date hereof, 71,460,300 ordinary shares in the capital of the Company ("Relevant Shares") as nominee/custodian for Haitong International Securities Pte Ltd for its underlying client, TRANSGLOBAL REAL ESTATE GROUP, LTD. ("TG"), such shares representing not less than 10% of the total number of paid-up shares carrying voting rights at general meetings of the Company.
2. In respect of the Relevant Shares, we hereby give SPECIAL NOTICE to the Company and REQUISITION the directors of the Company to convene an extraordinary general meeting of the Company ("EGM") as soon as practicable but in any case, not later than two (2) months after receipt of the notice hereof pursuant to an exercise of our rights as member of the Company pursuant to Section 176 of the Act. 3. The objects of the EGM are to requisition the Company to table the following resolutions (collectively, the "Proposed Resolutions") for its shareholders to consider, and if thought fit, pass them at the EGM to be convened:

(a) ORDINARY RESOLUTION 1

To reject the Proposed Resolutions contained in SECTION 3 in the Requisition Notice received on 14th March 2024 from Phillip Securities as nominee/custodian for Nanjing Xinjiekou Departmental Store Co Ltd as follows:

- (a) Ordinary Resolution 1
- (b) Ordinary Resolution 2
- (c) Ordinary Resolution 3
- (d) Ordinary Resolution 4
- (e) Ordinary Resolution 5
- (f) Ordinary Resolution 6

(g) Ordinary Resolution 7; and

(h) Additional Ordinary Resolutions

and to replace these Proposed Resolutions with the following resolutions;

(a) ORDINARY RESOLUTION 2

The removal of Lingyun Zhai as a director of the Company effective immediately upon conclusion of the EGM be and is hereby approved."

(b) ORDINARY RESOLUTION 3

The removal of Shally Chen (陳法筮) as a director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.

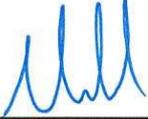
(c) ADDITIONAL ORDINARY RESOLUTION(S)

Such additional ordinary resolutions for the removal of any other director(s) of the Company who may have been appointed between the date of this notice and the date of the EGM, effective immediately upon the conclusion of the EGM.

3. All the Proposed Resolutions shall be voted on individually by the members of the Company at the EGM.
4. Please immediately proceed to convene the EGM as soon as practicable. If the EGM is not convened prior to the upcoming annual general meeting of the Company ("AGM"), this Letter shall also serve as a SPECIAL NOTICE to the Company and we, the undersigned being a member of the Company holding, as the date hereof, not less than 5% of the total number of paid-up shares carrying voting rights at general meetings of the Company, hereby REQUISITION the directors of the Company to circulate the Proposed Resolutions (with the necessary amendments to amend any reference from 'EGM' to "AGM") to be voted on at the AGM pursuant to an exercise of our rights as member of the Company pursuant to Section 183 of the Act.
5. For the avoidance of doubt, this notice also constitutes SPECIAL NOTICE pursuant to Section 152(2) read with Section 185 of the Act in respect of Ordinary Resolutions 1 ,2, and 3 and the Additional Ordinary Resolution(s).
6. In accordance with Section 152(2) of the Act, please also immediately send a copy of this notice to the directors referred to in Ordinary Resolutions 1, 2 and 3 and the Additional Ordinary Resolution(s), and inform them that they shall be entitled to be heard on the resolution(s) relating to each of them at the EGM or the AGM (as the case may be). Kindly inform us whether any of the directors will be making representations in writing pursuant to Section 152(3) of the Act, and if so, provide us with the representations. We reserve our right to respond to any representations in writing that may be made by the directors referred to in Ordinary Resolutions 1,2 and 3 and the Additional Ordinary Resolution(s).
7. Please include this Letter in any circular which may be issued by the Company to all members of the Company in relation to the EGM which has been requisitioned by the undersigned requisitioning shareholder. If the Proposed Resolutions will be voted on at the AGM pursuant to Section 183 of the Act, please also circulate to all members of the Company entitled to have notice of any general meeting sent to them in accordance with Section 183(1b) of the Act.

8. The rationale of the Proposed Resolution will be circulated to all shareholders within the timelines which will be in compliance with all regulatory requirements.
9. All our rights are expressly reserved.

Yours faithfully,
For and on behalf of Phillip Securities Pte Ltd
(Company Registration Number : 197501035Z)



Name of Director : Luke Lim Wen Jiang

No of shares : **71,460,300**

(As instructed by Haitong International Securities Pte Ltd for its underlying client, TRANSGLOBAL REAL ESTATE GROUP, LTD. ("TG"))